

IN THE MATTER OF:

**THE RULES OF THE INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA**

AND

ALL GROUP FINANCIAL SERVICES INC.

ORDER

THIS APPLICATION, made by Staff of the Investment Industry Regulatory Organization of Canada (“IIROC”) for an Order suspending the membership of All Group Financial Services Inc. (“All Group”) and ancillary relief was heard on January 18, 2017 at Toronto, Ontario, pursuant to Sections 8212 and 8426 of the Consolidated Enforcement, Examination and Approval Rules of IIROC (the “Consolidated Rules”).

ON READING the materials filed in support of this application,

AND ON NOTING the Consent of All Group to this Order, filed,

AND ON HEARING the submissions of counsel for IIROC Staff and counsel for All Group,

THIS HEARING PANEL ORDERS that:

1. Pursuant to Section 8212(4)(i) of the Consolidated Rules, All Group’s membership in IIROC shall be suspended effective **January 23, 2017**.
2. Pursuant to Section 8212(4)(ii) of the Consolidated Rules, All Group shall take steps to facilitate the orderly transfer of its client accounts remaining as at January 23, 2017 to Fidelity Clearing Canada ULC, and shall bear all transfer fees associated with any

transfer of client accounts from Hampton Securities Ltd. to another Dealer Member within 60 days following All Group's suspension on January 23, 2017.

3. Pursuant to Section 8212(4)(iv) of the Consolidated Rules, All Group shall cease dealing with the public, including removing any of its websites from public access, effective **January 23, 2017**. For greater certainty, All Group shall continue to service its existing clients until the transfer of its client accounts is completed on or before January 20, 2017.
4. All Group shall comply with IIROC Dealer Member Rule 600 throughout the suspension period.
5. Effectively immediately, All Group shall report daily to IIROC staff on its risk adjusted capital until further order of a Hearing Panel.
6. All Group shall be and hereby is restricted from undertaking any of the following activities without first obtaining the written consent of IIROC's Vice President of Financial and Operations Compliance:
 - (a) reducing its capital in any manner including redemption, repurchase or cancellation of any of its shares;
 - (b) reducing or repaying any indebtedness which has been subordinated with the approval of IIROC;
 - (c) directly or indirectly making any payments by way of loan, advance, bonus, dividend, repayment of capital or other distribution of assets to any director, officer, partner, shareholder, related company or affiliate; and
 - (d) increasing non-allowable assets, unless a prior binding commitment to do so exists, or entering into any new commitments which would have the effect of materially increasing the non-allowable assets of the firm.
7. All Group shall preserve all books and records, including all hard copy and electronic records in All Group's possession or control (including any computer servers, hard drives and any other electronically-stored records in any form) (the "Records") for a period of

seven years from the date on which each record is created or until further order of a Hearing Panel, which Records shall be made available upon request by IIROC staff and/or former clients of All Group within five business days or another mutually-agreed upon time period.

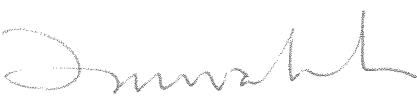
8. All Group shall maintain the Records at its head office premises currently located at 10 Bay Street, Suite 701, Toronto, Ontario, M5J 2R8, and shall pay any and all costs required for the purpose of such maintenance, and the Records shall not be moved without prior notice to and approval from IIROC staff.
9. At any time after January 23, 2017, IIROC staff may move without notice to All Group for an order terminating All Group's membership with IIROC.
10. If either IIROC staff or All Group wish to request the modification of any of the terms of this Order, they may do so by motion brought on no less than two days' notice to all parties and to the Hearing Panel.

DATED at Toronto, Ontario, this 18th day of January, 2017.

Original Executed by:


Susan Lang, Chair


Leo Ciccone, Panel Member


Michael Walsh, Panel Member